

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE ASACOL ANTITRUST LITIGATION

Civil Action No. 1:15-cv-12730 (DJC)

This Document Relates To:

Direct Purchaser Actions

DIRECT PURCHASER CLASS PLAINTIFFS' MOTION FOR CLASS CERTIFICATION FOR PURPOSES OF SETTLEMENT, APPOINTMENT OF CLASS COUNSEL, PRELIMINARY APPROVAL OF PROPOSED SETTLEMENT, APPROVAL OF THE FORM AND MANNER OF NOTICE TO THE CLASS, AND SETTING THE FINAL SETTLEMENT SCHEDULE AND DATE FOR A FAIRNESS HEARING

Direct Purchaser Plaintiffs Ahold USA, Inc., Meijer, Inc. and Meijer Distribution, Inc., Rochester Drug Co-Operative, Inc., and Value Drug Company, the named plaintiffs in this lawsuit (together “Direct Purchaser Plaintiffs”), by their class counsel (“Class Counsel”), hereby move for an order pursuant to Fed. R. Civ. P. 23:

1. Certifying for purposes of settlement the Direct Purchaser Settlement Class as proposed in the Settlement Agreement attached as Exhibit 1 to the Declaration of Lauren Barnes submitted herewith (“Barnes Declaration”);
2. Appointing interim class counsel Hagens Berman Sobol Shapiro LLP, Hilliard & Shadowen LLP, Faruqi & Faruqi LLP, and Garwin, Gerstein & Fisher LLP as Co-Lead Class Counsel for purposes of the settlement;
3. Granting preliminary approval of a settlement of this action between Direct Purchaser Plaintiffs and Defendants Allergan, Plc (f/k/a/ Actavis, Plc), Allergan, Inc., Allergan USA, Inc., Allergan Sales, LLC, Warner Chilcott (US), LLD, and

Warner Chilcott Sales (US), LLC (together “Defendants”).

4. Approving the proposed form and manner of notice to the Direct Purchaser Settlement Class and the plan of distribution;
5. Appointing KCC, LLC as Settlement Administrator;
6. Appointing The Huntington Bank as Escrow Agent; and
7. Authorizing a proposed schedule for completing the approval process.

Direct Purchaser Plaintiffs submit that the settlement represents a beneficial result to the Direct Purchaser Settlement Class, providing a combined gross cash payment to the Class of \$15,000,000.00 in exchange for defined releases to Defendants and an agreement to dismiss with prejudice the claims against them in this action. Direct Purchaser Plaintiffs provide a more complete description of the benefits of the settlement, and their negotiations, as well as the particulars of the Settlement Agreement, in the supporting memorandum filed concurrently and in Exhibits 1-9 attached to the Barnes Declaration.

By this motion, Direct Purchaser Plaintiffs also:

1. Submit for approval a proposed form of notice¹ including procedures for objecting to the settlement and plan for the notice to be sent by first-class mail to all Direct Purchaser Settlement Class members in compliance with Fed. R. Civ. P. 23.
2. Propose as the Settlement Administrator KCC, LLC;
3. Propose as the Escrow Agent for the settlement funds The Huntington National Bank;
4. Propose the following schedule for the provision of notice to Direct Purchaser Settlement Class members of the settlement, plan of allocation, including fees, costs,

¹ See Exhibit 9 to the Barnes Declaration.

and service awards for the Direct Purchaser Settlement Class representatives, Direct Purchaser Settlement Class members' deadline to request exclusion from or object to the settlement, and the holding of the hearing on final approval:

Dissemination of Notice to the Class in the form and manner proposed	Within 7 days of entry of the Order preliminarily approving the Settlement
Submission of Class Counsel's Application for Costs and Expenses, and Application for Incentive Awards to the Class Representatives	No later than 14 days after the Dissemination of Notices to the Class and no later than 59 days before the date set for the Fairness Hearing
Deadline for Class members to request exclusion from the Direct Purchaser Settlement Class or object to the Settlement	No later than 35 days from the date on the Settlement Notice
Filing of Direct Purchaser Plaintiffs' motion for final approval of the Settlement	Within 24 days of the deadline for Class members to opt out or object to the Settlement and 14 days before the date set for the Fairness Hearing
Fairness Hearing	To be determined by the Court (no earlier than 14 days after the filing of the motion for final approval and no earlier than 80 days after the date of the Court's Order Preliminarily Approving Settlement)

Defendants assent to this motion and the relief requested.

WHEREFORE, based on the foregoing, and for the reasons set forth in the accompanying memorandum of law and Exhibits 1-9 attached to the Barnes Declaration, Direct Purchaser Plaintiffs request this unopposed motion be granted and the proposed form of order granting relief sought by this motion, annexed hereto, entered.

Dated: August 18, 2017

By: /s/ Lauren Guth Barnes

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*Interim Co-Lead Counsel for the Proposed
Direct Purchaser Class*

CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the foregoing to be filed electronically via the Court's electronic filing system. Those attorneys who are registered with the Court's electronic filing system may access these filings through the Court's system, and notice of these filings will be sent to these parties by operation of the Court's electronic filing system.

Dated: August 18, 2017

/s/ Lauren Guth Barnes
Lauren Guth Barnes